

PTO/SB/82 (05-03)

Approved for use through 11/30/2005. OMB 0651-0035

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REVOCATION OF POWER OF
ATTORNEY OR
AUTHORIZATION OF AGENT

Application Number	10/026,420
Filing Date	December 18, 2001
First Named Inventor	Mike Levanduski
Art Unit	1638
Examiner Name	Not Yet Assigned
Attorney Docket Number	4172/OK523US0

I hereby revoke all previous powers of attorney or authorizations of agent given in the above-identified application:

 A Power of Attorney or Authorization of Agent is submitted herewith.

OR

 Please change the correspondence address for the above-identified application to:

Customer Number

07278



OR

DARBY & DARBY P.C.

Firm or
Individual Name
Paul F. Fehlner, Ph.D., 35,135; Paul Fields, 20,298; Melvin C. Garner, 26,272; Adda C. Gogoris, 29,714; Marc S. Gross, 19,614; David Leason, 36,195; Joseph B. Lerch, 26,936; Bert J. Lewin, 19,407; Scott G. Lindvall, 40,325; S. Peter Ludwig, 25,351; Joseph R. Robinson; 33,448; Robert Schaffer, 31,184; Peter C. Schechter, 31,662; Henry Sternberg, 22,408; Robert C. Sullivan, Jr., 30,499; Michael J. Sweedler, 19,937; Pierre R. Yanney, 35,418

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I am the:

 Applicant/Inventor. Assignee of record of the entire interest. See 37 CFR 3.71.
Statement under 37 CFR 3.73(b) is enclosed. (Form PTO/SB/96)

SIGNATURE of Applicant or Assignee of Record

Name

Gregory E. Devine

Signature

Date

07/08/03

Telephone

(212) 795-7790

NOTE: Signatures of all the inventors or assignees of record of the entire interest or their representative(s) are required. Submit multiple forms if more than one signature is required, see below.

*Total of 1 forms are submitted.

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PTO/SB/81 (05-03)

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POWER OF ATTORNEY OR
AUTHORIZATION OF AGENT

Application Number	10/026,420
Filing Date	December 18, 2001
First Named Inventor	Mike Levanduski
Title	PLURIPOTENT STEM CELLS DERIVED WITHOUT THE, etc.
Art Unit	N/A
Examiner Name	Not Yet Assigned
Attorney Docket No.	4172/0K523US0

I hereby appoint:

Practitioners at Customer Number **07278** → **Customer Number Bar Code**
 OR

Practitioner(s) named below:

Name	Registration Number	Name	Registration Number

as my/our attorney(s) or agent(s) to prosecute the application identified above, and to transact all business in the United States Patent and Trademark Office connected therewith.

Please change the correspondence address for the above-identified application to:

The above-mentioned Customer Number.

OR

Practitioners at Customer Number **Customer Number Bar Code**
 OR

Firm or Individual Name **DARBY & DARBY P.C.**

Address **P.O. Box 5257**

City	New York	State	NY	Zip	10150-5257
Country	US	Telephone	(212) 527-7700		

I am the:

Applicant/Inventor.

Assignee of record of the entire interest. See 37 CFR 3.71.
 Statement under 37 CFR 3.73(b) is enclosed. (Form PTO/SB/96).

SIGNATURE of Applicant or Assignee of Record

Name

Gregory E. Devine

Signature

Gregory E. Devine

Date

7/08/03

Telephone **212-795-7790**

NOTE: Signatures of all the inventors or assignees of record of the entire interest or their representative(s) are required. Submit multiple forms if more than one signature is required. See below.

*Total of **1** forms are submitted.

Attorney Docket No. 4172/OK523US0

PTO/SB/98 (04-03)

Approved for use through 04/30/2003. OMB 0651-0031
U.S. Patent and Trademark Office; U.S. DEPARTMENT OF COMMERCE

Under the Paperwork Reduction Act of 1995, no persons are required to respond to a collection of information unless it displays a valid OMB control number.

STATEMENT UNDER 37 CFR 3.73(b)

Applicant/Patent Owner: Mike LEVANDUSKIApplication No./Patent No.: 10/026,420 Filed/Issue Date: December 18, 2001Entitled: PLURIPOTENT STEM CELLS DERIVED WITHOUT THE USE OF EMBRYOS OR FETAL TISSUEAccepts, Inc. 8 Corporation
(Name of Assignee) (Type of Assignee, e.g., corporation, partnership, university, government agency, et c.)

states that it is:

1. the assignee of the entire right, title, and interest; or
 2. an assignee of less than the entire right, title and interest.
 The extent (by percentage) of its ownership interest is _____ %
 in the patent application/patent identified above by virtue of either:

A. An assignment from the inventor(s) of the patent application/patent identified above. The assignment was recorded in the United States Patent and Trademark Office at Reel _____, Frame _____ or for which a copy thereof is attached.

OR

B. A chain of title from the inventor(s), of the patent application/patent identified above, to the current assignee as shown below:

Mike LEVANDUSKI Sterna, LLC

1. From: _____ To: _____
 The document was recorded in the United States Patent and Trademark Office at
 Reel 012759, Frame 0257, or for which a copy thereof is attached.

2. From: Sterna, LLC To: Accepts, Inc.
 The document was recorded in the United States Patent and Trademark Office at
 Reel _____, Frame _____, or for which a copy thereof is attached.

3. From: _____ To: _____
 The document was recorded in the United States Patent and Trademark Office at
 Reel _____, Frame _____, or for which a copy thereof is attached.

Additional documents in the chain of title are listed on a supplemental sheet.

Copies of assignments or other documents in the chain of title are attached.
 [NOTE: A separate copy (i.e., the original assignment document or a true copy of the original document) must be submitted to Assignment Division in accordance with 37 CFR Part 3, if the assignment is to be recorded in the records of the USPTO. See MPEP 302.08]

The undersigned (whose title is supplied below) is authorized to act on behalf of the assignee.

7/10/03

Date

212 - 755-790

Telephone number

S. E. Devine

Typed or printed name

S. E. Devine

Signature

DIRECTOR

Title

This collection of information is required by 37 CFR 3.73(b). The information is required to obtain or retain a benefit by the public which is to file (and by the USPTO to process) an application. Confidentiality is governed by 35 U.S.C. 122 and 37 CFR 1.14. This collection is estimated to take 12 minutes to complete, including gathering, preparing, and submitting the completed application form to the USPTO. Time will vary depending upon the individual case. Any comments on the amount of time you require to complete this form and/or suggestions for reducing this burden, should be sent to the Chief Information Officer, U.S. Patent and Trademark Office, U.S. Department of Commerce, P.O. Box 1450, Alexandria, VA 22313-1450. DO NOT SEND FEES OR COMPLETED FORMS TO THIS ADDRESS. SEND TO: Commissioner for Patents, P.O. Box 1450, Alexandria, VA 22313-1450.

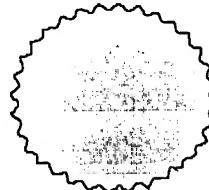
If you need assistance in completing the form, call 1-800-PTO-9199 and select option 2.

Delaware

PAGE 1

The First State

I, MARINIE SMITH WILSON, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AGGREGATION OR MERGER, WHICH MERGES:
"SP200, LLC", A NEW JERSEY LIMITED LIABILITY COMPANY,
WITH AND INTO "ACCEPTEIS, INC." UNDER THE NAME OF "ACCEPTEIS,
INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF
THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE OF
TWENTY-THIRD DAY OF JULY, A.D. 2002, AT 9 O'CLOCK A.M.
A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE
NEW CASTLE COUNTY RECORDER OF DELOS.



Marinie Smith Wilson
Marinie Smith Wilson, Secretary of State

1990564 0100M

020468720

AUTHENTICATION: 1094320

DATE: 07-23-02

CERTIFICATE OF MERGER
MERGING
STEMA, LLC
INTO
ACCEPTYS, INC.

(PURSUANT TO SECTION 42:2B-20 OF THE NEW JERSEY LIMITED LIABILITY COMPANY ACT)

Acceptys, Inc., a Delaware corporation (the "Company"), and Stema, LLC, a New Jersey limited liability company ("Stema, LLC"), do hereby certify:

FIRST: That the name and jurisdiction of each of the entities which are to merge are Acceptys, Inc. a Delaware corporation, and Stema, LLC, a New Jersey limited liability company.

SECOND: That the merger agreement (the "Merger Agreement") was approved and executed by the Company's Board of Directors on June 7, 2002, by unanimous written consent, and by the members of Stema, LLC on June 7, 2002, by unanimous written consent.

THIRD: That the name of the corporation surviving the merger is Acceptys, Inc.

FOURTH: That the Merger Agreement is on file at the Company's principal executive office, located at Audobon Biomedical Science & Technology Park, 3960 Broadway, 6th Floor, New York, NY 10032 (the "Executive Office").

FIFTH: That a copy of the Merger Agreement shall be furnished by the Company, on request and without cost, to any member of Stema, LLC.

SIXTH: The Company hereby agrees that it may be served with process in the State of New Jersey in any action, suit or proceeding for the enforcement of any obligation of Stema, LLC, and that the State Treasurer of the State of New Jersey (the "State Treasurer") be irrevocably appointed as the Company's agent to accept service of process (the "Service of Process") in any such action, suit or proceeding. A copy of any Service of Process received by the State Treasurer shall be mailed by the State Treasurer to the Company's Executive Office.

[THIS SPACE HAS INTENTIONALLY BEEN LEFT BLANK]

IN WITNESS WHEREOF, said Acceptys, Inc. has caused this certificate to be signed by Daniel K. Devine, its President, this 7th day of June, 2002, and said Stema, LLC has caused this certificate to be signed by Daniel K. Devine, its President, this 7th day of June, 2002.

ACCEPTYS, INC.

By: 
Daniel K. Devine, President

STEMA, LLC

By: 
Daniel K. Devine, President

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 07/23/2002
030468720 - 3330564

MERGER AGREEMENT

This MERGER AGREEMENT is dated as of June 28, 2002 (this "Agreement") among ACCEPTYS, INC., a Delaware corporation ("Acceptys"), STEMA, LLC, a New Jersey limited liability company ("Stema"), and Daniel K. Devine, Ilya Trakht, Andrea Vidali, Michael Levanduksi, Gregory Devine and Cynthia Gatten, each a member of Stema (each a "Member" and collectively, the "Members").

WITNESSETH:

WHEREAS, the board of directors of Acceptys and the Members have each determined that it is advisable and in the best interests of Acceptys and Stema respectively for Stema to merge with and into Acceptys (the "Merger") upon the terms and subject to the conditions set forth herein;

WHEREAS, in furtherance of the Merger, the board of directors of Acceptys and the Members have each approved the Merger in accordance with the New Jersey Limited Liability Company Act ("NJLLCA") and the General Corporations Law of the State of Delaware ("DGCL") and upon the terms and subject to the conditions set forth herein.

NOW, THEREFORE, in consideration of the foregoing and the mutual covenants and agreements herein contained, and intending to be legally bound hereby, Acceptys and Stema hereby agree as follows:

SECTION 1: Merger. In accordance with the DGCL and the NJLLCA, at the Effective Time (as defined below), Stema shall be merged with and into Acceptys. As a result of the Merger, the separate existence of Stema shall cease and Acceptys shall continue as the surviving corporation of the Merger (the "Surviving Corporation").

SECTION 2: Effective Time. The effective time of the Merger ("Effective Time") shall be the date and time of the filing of this Agreement with the Secretary of State of Delaware in accordance with the relevant provisions of the DGCL.

SECTION 3: Effect of the Merger. At the Effective Time, the effect of the Merger shall be as provided in the applicable provisions of the DGCL. Without limiting the generality of the foregoing, and subject thereto, at the Effective Time, all the property, rights, privileges, powers and franchises of Stema shall vest in Acceptys, and all debts, liabilities, obligations, restrictions, disabilities and duties of Stema shall become the debts, liabilities, obligations, restrictions, disabilities and duties of Acceptys.

SECTION 4: Certificate of Incorporation. The Certificate of Incorporation of Acceptys at the Effective Time will be the Certificate of Incorporation of Acceptys and will continue in full force and effect until changed, altered or amended in the manner prescribed by the provisions of the laws of the State of Delaware.

SECTION 5: Bylaws. The bylaws of Acceptys at the Effective Time will be the bylaws of Acceptys and will continue in full force and effect until changed, altered or amended as

therein provided and in the manner prescribed by the provisions of the laws of the State of Delaware.

Delaware. SECTION 6: **Directors and Officers.** The directors of Acceptys immediately prior to the Effective Time shall be the directors of Acceptys following the Merger, each to hold office in accordance with the Certificate of Incorporation and bylaws of Acceptys, and the officers of Acceptys immediately prior to the Effective Time shall be the officers of Acceptys following the Merger, in each case until their respective successors are duly elected or appointed and qualified.

SECTION 7: Effect on Capital Stock. At the Effective Time, by virtue of the Merger and without any action on the part of Acceptys, Stevens or the Members, pursuant to this Agreement, the NJLLCA and the DGCL, each common unit of Stevens issued and outstanding immediately prior to the Effective Time shall be converted into the right to receive one hundred (100) shares of common stock of Acceptys.

SECTION 8: Confidentiality and Invention Assignment Agreement. In partial consideration of the receipt of shares of common stock of Acceptya, the sufficiency of which is hereby acknowledged, each Member shall enter into and be legally bound by that certain Confidentiality and Invention Assignment Agreement in substantially the form previously provided to each Member.

SECTION 9: Stockholders' Agreements. In partial consideration of the receipt of shares of common stock of Acceptyx, the sufficiency of which is hereby acknowledged, each Member shall enter into and be legally bound by that certain Stockholders' Agreement in substantially the form previously provided to each Member.

SECTION 10: Governing Law. This Agreement shall be governed by, and construed in accordance with, the laws of the State of Delaware applicable to contracts executed in and to be performed in that state and without regard to any applicable conflicts of law.

IN WITNESS WHEREOF, each of the parties hereto has executed or has caused this Agreement to be executed by their respective officers thereunto duly authorized as of the date first written above.

ACCEPTYS, INC.

By: (s) Daniel K. Devine
Name: Daniel K. Devine
Title: President

STEMA, LLC

By: (s) Daniel K. Devine
Name: Daniel K. Devine
Title: President

MEMBERS

(s) Daniel K. Devine
Daniel K. Devine

(s) Ilya Trakht
Ilya Trakht

(s) Andrea Vidal
Andrea Vidal

(s) Michael Lovandowski
Michael Lovandowski

(s) Gregory Devine
Gregory Devine

(s) Cynthia Geltzer
Cynthia Geltzer

ACCEPTYS, INC.
SECRETARY'S CERTIFICATE

Reference is made to that certain Merger Agreement (the "Agreement"), dated as of June 28, 2002, by and among Acceptys, Inc., a corporation organized under the laws of the State of Delaware (the "Company"), and Stenna, LLC, a New Jersey limited liability company ("Stenna").

I, Gregory Devine do hereby certify that I am the Secretary of the Company, and that, as such, I am authorized to execute this certificate on behalf of the Company. I do hereby further certify that no shares of stock of the Company were issued prior to the adoption by the board of directors of the Company of the resolutions approving the Agreement, and that the Agreement has been duly adopted in accordance with Section 252 of the General Corporation Law of the State of Delaware.

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C96

IN WITNESS WHEREOF, I have hereunto signed my name as of June 28, 2002.

W. Gregory Devine
Gregory Devine, Secretary

MERGER AGREEMENT

This MERGER AGREEMENT is dated as of June 28, 2002 (this "Agreement") among ACCEPTYS, INC., a Delaware corporation ("Acceptys"), STEMA, LLC, a New Jersey limited liability company ("Stema"), and Daniel K. Devine, Ilya Trakht, Andrea Vidali, Michael Levanduski, Gregory Devine and Cynthia Gatzan, each a member of Stema (each a "Member" and collectively, the "Members").

WITNESSETH:

WHEREAS, the board of directors of Acceptys and the Members have each determined that it is advisable and in the best interests of Acceptys and Stema respectively for Stema to merge with and into Acceptys (the "Merger") upon the terms and subject to the conditions set forth herein;

WHEREAS, in furtherance of the Merger, the board of directors of Acceptys and the Members have each approved the Merger in accordance with the New Jersey Limited Liability Company Act ("NJLLCA") and the General Corporations Law of the State of Delaware (the "DGCL") and upon the terms and subject to the conditions set forth herein.

NOW, THEREFORE, in consideration of the foregoing and the mutual covenants and agreements herein contained, and intending to be legally bound hereby, Acceptys and Stema hereby agree as follows:

SECTION 1: Merger. In accordance with the DGCL and the NJLLCA, at the Effective Time (as defined below), Stema shall be merged with and into Acceptys. As a result of the Merger, the separate existence of Stema shall cease and Acceptys shall continue as the surviving corporation of the Merger (the "Surviving Corporation").

SECTION 2: Effective Time. The effective time of the Merger ("Effective Time") shall be the date and time of the filing of this Agreement with the Secretary of State of the State of Delaware in accordance with the relevant provisions of the DGCL.

SECTION 3: Effect of the Merger. At the Effective Time, the effect of the Merger shall be as provided in the applicable provisions of the DGCL. Without limiting the generality of the foregoing, and subject thereto, at the Effective Time, all the property, rights, privileges, powers and franchises of Stema shall vest in Acceptys, and all debts, liabilities, obligations, restrictions, disabilities and duties of Stema shall become the debts, liabilities, obligations, restrictions, disabilities and duties of Acceptys.

SECTION 4: Certificate of Incorporation. The Certificate of Incorporation of Acceptys at the Effective Time will be the Certificate of Incorporation of Acceptys and will continue in full force and effect until changed, altered or amended in the manner prescribed by the provisions of the laws of the State of Delaware.

SECTION 5: Bylaws. The bylaws of Acceptys at the Effective Time will be the bylaws of Acceptys and will continue in full force and effect until changed, altered or amended as

therein provided and in the manner prescribed by the provisions of the laws of the State of Delaware.

SECTION 6: Directors and Officers. The directors of Acceptys immediately prior to the Effective Time shall be the directors of Acceptys following the Merger, each to hold office in accordance with the Certificate of Incorporation and bylaws of Acceptys, and the officers of Acceptys immediately prior to the Effective Time shall be the officers of Acceptys following the Merger, in each case until their respective successors are duly elected or appointed and qualified.

SECTION 7: Effect on Capital Stock. At the Effective Time, by virtue of the Merger and without any action on the part of Acceptys, Stema or the Members, pursuant to this Agreement, the NJLLCA and the DGCL, each common unit of Stema issued and outstanding immediately prior to the Effective Time shall be converted into the right to receive one hundred (100) shares of common stock of Acceptys.

SECTION 8: Confidentiality and Invention Assignment Agreement. In partial consideration of the receipt of shares of common stock of Acceptys, the sufficiency of which is hereby acknowledged, each Member shall enter into and be legally bound by that certain Confidentiality and Invention Assignment Agreement in substantially the form previously provided to each Member.

SECTION 9: Stockholders' Agreement. In partial consideration of the receipt of shares of common stock of Acceptys, the sufficiency of which is hereby acknowledged, each Member shall enter into and be legally bound by that certain Stockholders' Agreement in substantially the form previously provided to each Member.

SECTION 10: Governing Law. This Agreement shall be governed by, and construed in accordance with, the laws of the State of Delaware applicable to contracts executed in and to be performed in that state and without regard to any applicable conflicts of law.

IN WITNESS WHEREOF, each of the parties hereto has executed or has caused this Agreement to be executed by their respective officers thereunto duly authorized as of the date first written above.

ACCEPTYS, INC.

By: 

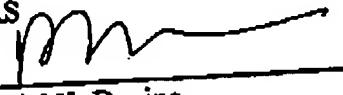
Name: Daniel K. Devine
Title: President

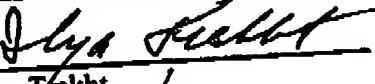
STEMA, LLC

By: 

Name: Daniel K. Devine
Title: President

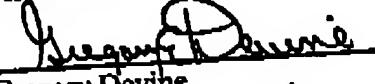
MEMBERS

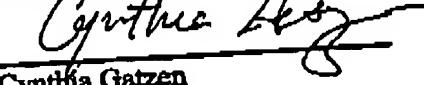


Daniel K. Devine

Ilya Trakht

Andrea Vidali

Michael Levanduski

Gregory Devine

Cynthia Gatzen